

**Form 205**  
**(Revised 05/11)**

Submit in duplicate to  
Secretary of State  
P O Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX 512 463-5709  
Filing Fee: \$300



**Certificate of Formation**  
**Limited Liability Company**

This space reserved for office use

**FILED**  
**In the Office of the**  
**Secretary of State of Texas**  
**DEC 23 2013**  
**Corporations Section**

**Article 1 – Entity Name and Type**

The filing entity being formed is a limited liability company The name of the entity is

NHS Emergency Centers, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases

**Article 2 – Registered Agent and Registered Office**

(See instructions Select and complete either A or B and complete C )

☐ A The initial registered agent is an organization (cannot be entity named above) by the name of

OR

☒ B The initial registered agent is an individual resident of the state whose name is set forth below

Setul	G	Patel	
First Name	MI	Last Name	Suffix

C The business address of the registered agent and the registered office address is.

10223 Broadway, Suite P, #229	Pearland	TX	77584
Street Address	City	State	Zip Code

**Article 3—Governing Authority**

(Select and complete either A or B and provide the name and address of each governing person )

☒ A The limited liability company will have managers The name and address of each initial manager are set forth below

☐ B The limited liability company will not have managers The company will be governed by its members, and the name and address of each initial member are set forth below.

<b>GOVERNING PERSON 1</b>					
NAME (Enter the name of either an individual or an organization, but not both )					
IF INDIVIDUAL					
First Name	MI	Last Name	Suffix		
OR					
IF ORGANIZATION					
Neighbors Health System, Inc					
Organization Name					
ADDRESS					
10223 Broadway, Suite P, #229	Pearland	TX	USA	77584	
Street or Mailing Address	City	State	Country	Zip Code	

<b>GOVERNING PERSON 2</b>				
NAME (Enter the name of either an individual or an organization, but not both )				
IF INDIVIDUAL				
<i>First Name</i>	<i>MI</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
<i>Street or Mailing Address</i>		<i>City</i>	<i>State</i>	<i>Country Zip Code</i>

<b>GOVERNING PERSON 3</b>				
NAME (Enter the name of either an individual or an organization, but not both )				
IF INDIVIDUAL				
<i>First Name</i>	<i>MI</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
<i>Street or Mailing Address</i>		<i>City</i>	<i>State</i>	<i>Country Zip Code</i>

#### Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code

#### Supplemental Provisions/Information

Text Area [The attached addendum, if any, is incorporated herein by reference ]

See attached addendum

**Organizer**

The name and address of the organizer

Thomas G. Gruenert

*Name*

9330 Broadway, Suite 324

*Street or Mailing Address*

Pearland

*City*

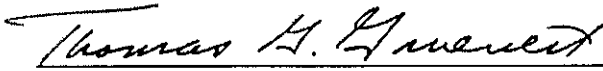
TX 77584

*State Zip Code***Effectiveness of Filing** (Select either A, B or C )A ☒ This document becomes effective when the document is filed by the secretary of stateB ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing The delayed effective date is \_\_\_\_\_C ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time The 90<sup>th</sup> day after the date of signing is \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below

**Execution**

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date 12/23/13

  
 \_\_\_\_\_  
*Signature of organizer*

Thomas G. Gruenert

*Printed or typed name of organizer*

**ADDENDUM**  
**TO**  
**CERTIFICATE OF FORMATION**  
**LIMITED LIABILITY COMPANY**

**ARTICLE 5**

The members of the Company shall have the power, on behalf of the Company, to indemnify persons for whom indemnification is permitted by Sections 8101 et seq. of the Texas Business Organizations Code (the "Code"), to the fullest extent permissible under the Code, and may purchase such liability, indemnification and/or other similar insurance as the members from time to time shall deem necessary or appropriate, in their discretion.

The Company may purchase and maintain liability, indemnification and/or other similar insurance on behalf of itself, and/or for any person who is or was a member, officer, employee or agent of the Company or who is or was serving at the request of the Company as a director, member, officer, trustee, employee, agent or similar functionary of another foreign or domestic corporation, limited liability company, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against and/or incurred by the Company or person serving in such a capacity or arising out of his/her/its status as such a person or entity, whether or not the Company would otherwise have the power to indemnify such person against that liability.

The power to indemnify and/or obtain insurance provided in this Article 5 shall be cumulative of any other power of the members and/or any rights to which such a person or entity may be entitled by law, the Certificate of Formation and/or regulations of the Company, contract, other agreement, vote or otherwise.

**ARTICLE 6**

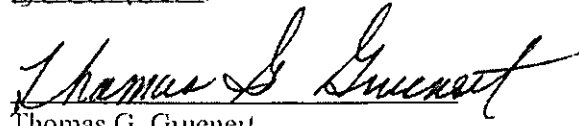
Pursuant to Article 1302-7.06, Texas Miscellaneous Corporation Laws Act, as amended, no member of the company shall be liable, personally or otherwise, in any way to the company or its members for monetary damages caused in any way by an act or omission occurring in the members' capacity as the only members of the company, except as otherwise expressly provided by Article 1302-7.06 B, as amended.

**ARTICLE 7**

Any action required to be taken at any annual or special meeting of the members of the Company and/or any action that may be taken at any annual or special meeting of the members of the Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by a member or members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all members entitled to

vote on the action were present and voted. Such action shall be taken in accordance with any applicable provisions of the Code.

IN WITNESS WHEREOF, I have hereunto set my hand, this 23<sup>rd</sup> day of December, 2013

  
Thomas G. Gruenert

**Form 424****(Revised 05/11)**

Submit in duplicate to:  
 Secretary of State  
 P.O. Box 13697  
 Austin, TX 78711-3697  
 512 463-5555  
 FAX: 512/463-5709  
 Filing Fee: See instructions

**Certificate of Amendment**

This space reserved for office use.

**FILED**  
 In the Office of the  
 Secretary of State of Texas  
 JAN 23 2014

**Corporations Section****Entity Information**

The name of the filing entity is:

NHS Emergency Centers, LLC

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

☐ For-profit Corporation☐ Professional Corporation☐ Nonprofit Corporation☐ Professional Limited Liability Company☐ Cooperative Association☐ Professional Association☒ Limited Liability Company☐ Limited PartnershipThe file number issued to the filing entity by the secretary of state is: [REDACTED]The date of formation of the entity is: 12/23/2013**Amendments****1. Amended Name**

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

**2. Amended Registered Agent/Registered Office**

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

**RECEIVED**

JAN 23 2014

Secretary of State

**EXHIBIT 2**

Registered Agent  
(Complete either A or B, but not both. Also complete C.)

☐ A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

☐ B. The registered agent is an individual resident of the state whose name is:

First Name	M.I.	Last Name	Suffix
------------	------	-----------	--------

The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

C. The business address of the registered agent and the registered office address is:

Street Address (No P.O. Box)	City	State	Zip Code
		TX	

### 3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

☒ **Add** each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

Article 8 is added to the certificate of formation, as set forth on Exhibit "A" attached hereto.

☐ **Alter** each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:

☐ **Delete** each of the provisions identified below from the certificate of formation.

### Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

**Effectiveness of Filing** (Select either A, B, or C.)

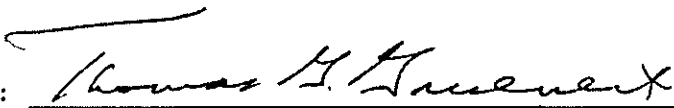
- A. ☒ This document becomes effective when the document is filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C. ☐ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: 1/23/2014

By: 

\_\_\_\_\_  
Signature of authorized person

Thomas G. Gruenert

\_\_\_\_\_  
Printed or typed name of authorized person (see instructions)



**ADDENDUM  
TO  
CERTIFICATE OF FORMATION  
LIMITED LIABILITY COMPANY**


Upon the filing of this Certificate of Amendment, the Certificate of Formation of NHS Emergency Centers, LLC shall be amended to include the following Article 8:

**ARTICLE 8**

- I. The Company shall be a Series Limited Liability Company, established and operated subject to the provisions of Subchapter M of the Texas Business Organizations Code. Accordingly:
- a. The Operating Agreement of the Company may establish or provide for the establishment of one or more designated series of members, managers, membership interests or assets that:
    - (1) Has separate rights, powers, or duties with respect to specified property or obligations of the Company or profits and losses associated with specified property or obligations; or
    - (2) Has a separate business purpose of investment objective.
  - b. A series established in accordance with Subsection (I)(a) of this Article 8 may carry on any business, purpose or activity, whether or not for profit, that is not prohibited by Section 2.003 of the Texas Business Organizations Code.
- II. a. Notwithstanding any provision of the Texas Business Organization Code or other provision of law, but subject to the provisions of Article 8(II)(b) below:
- (1) The debts, liabilities, obligations, and expenses incurred, contracted for, or otherwise existing with respect to a particular series shall be enforceable against the assets of that series only, and shall not be enforceable against the assets of the Company generally or any other series; and
  - (2) None of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the Company generally or any other series shall be enforceable against the assets of a particular series.
- c. Subsection 8(II)(a) above applies only if:
- (1) The records maintained for that particular series account for the assets associated with that series separately from the other assets of the Company or any other series;

- (2) The Company's Operating Agreement contains a statement to the effect of the limitations provided in Subsection 8(II)(a); and
- (3) The Company's Certificate of Formation contains a notice of the limitations provided in Subsection 8(II)(a).

IN WITNESS WHEREOF, I have hereunto set my hand, this 23<sup>rd</sup> day of JANUARY, 2014.



Thomas G. Gruenert